



THE FORT WAYNE RADIO CLUB, INC.

SINCE 1920



The purpose of this paper is to define the plan to be used to merge the Fort Wayne Radio Club, Inc. (FWRC) and the Fort Wayne Repeater Association (FWRA). The plan is a two phase plan, the first being a period in which the FWRC becomes familiar with and involved in the operation of the FWRA Repeater Systems. The second phase is the merger. During the first period, both groups will actively cooperate in the Repeater Systems' functions. However, neither group will be irreversibly committed to the ultimate merger. Both groups keep their separate identities during this first phase.

Phase two occurs when both groups feel that the merger is in their best interests (and the best interests of the amateur operators in the Fort Wayne community). The merger will take place after a vote of the voting membership of FWRC. The merger will be accomplished by the assumption by FWRC of all Repeater System responsibilities.

The Repeater Systems will be run within FWRC by the Management Council. It is a goal of FWRC to keep the operation of the Repeater Systems out of the main stream of Club activity and to simply provide the Repeater Systems as a service to its members. To this end, the Management Council will have considerable authority to manage the Repeater Systems. However, because FWRC is a club, and because all FWRC activities are done in the name of, and for the benefit of the membership, ultimate control of the Repeater Systems (as for all Club activities) rests with the membership and its elected representatives, The Executive Committee. For this reason, a mechanism for control will be incorporated into the Management Council. Except for extraordinary situations, this control will not be exercised.

The merger officially occurs when the representatives of both groups sign a legal document transferring all FWRA assets and liabilities to the FWRC.

Phase one of this plan began at the March 1979 joint meeting of the FWRC Executive Committee and the FWRA Management Council.

As a goal, the October 1979 meeting of FWRC has been set for the merger vote. This will allow the new dues structure to be implemented for 1980.

FWRC/FWRA MERGER PLAN SUMMARY

- PHASE I. a) Both FWRC and FWRA keep their separate identities, liabilities, treasuries, officers, etc.
- b) FWRC places its members on the FWRA Management Council to become familiar with the Repeater Systems and FWRA operations.
- PHASE II. a) The Management Council becomes a function of FWRC, answerable to the Executive Committee.
- b) FWRA ceases to exist. Its assets are transferred to FWRC in a legal transaction.

Individual Responsibilities During Phase I

- FWRC: 1) FWRC will add all FWRA members to the FWRC mailing list. Issues of the monthly newsletter will be sent to all FWRA members.
- 2) The Executive Committee of FWRC will appoint FWRC members to the FWRA Management Council. The first appointment, in March 1979, will consist of three members.
- 3) The FWRC Executive Committee will have access to any FWRA business, management, or technical information it needs to support its merger decision. Similarly, FWRC will provide any information requested by the Management Council to support its merger decision.
- 4) The FWRC Executive Committee will do nothing to consummate the merger, nor agree to any permanent commitments, without, a vote of the FWRC membership.
- FWRA: 1) FWRA will reimburse FWRC for the extra costs associated with newsletter mailings to FWRA members who are not members of FWRC.
- 2) FWRA Management Council will integrate the FWRC appointees into the workings of the FWRA. All open positions on the Management Council will be filled thru the FWRC Executive Committee.
- 3) FWRA will cooperate fully with the FWRC Executive Committee and assist the Executive Committee in its merger decision.

4) The FWRA Management Council will provide inputs to the Hamsplatter.

5) FWRA will provide the Repeater Systems with a station trustee who is a member of the Management Council and who is willing to become an active participant in the repeater activities.

Phase I will end when the membership of FWRC votes to merge. The vote will take place at a regular FWRC meeting and will be followed by the signing of a legal document transferring all FWRA assets to the FWRC, Inc.

As a goal, this vote will take place at the October 1979 meeting.

Phase II Organization and Responsibilities

- 1) FWRC will assume all legal, monetary, management, and technical responsibility for the FWRA Repeater Systems. A formal agreement will be consummated and signed by the Presidents and Treasurers of each organization.
- 2) The Management Council will become a function of FWRC, subject to the FWRC Constitution and By-laws. The Council will continue to run the Repeater Systems of FWRC. The Management Council will be responsible for operating and maintaining the Repeater Systems in full compliance with all pertinent FCC Rules and Regulations. The Management Council will be responsible and answerable to the Executive Committee. However, the Management Council will have complete fiscal authority to manage the Repeater Systems within the budgetary constraints imposed by the number of FWRC members paying dues for the use of the Repeater Systems in a given year. The Management Council will have authority to make management decisions required for the normal operation of the Systems. All major policy decisions affecting the Systems or their operation will, however, be subject to Executive Committee approval.
- 3) Any System requirements for money beyond the established annual budget will be presented to the Executive Committee and membership by the Management Council for approval.
- 4) The Executive Committee will make all appointments and fill all vacancies on the Management Council with the advice and consent of the Management Council.
- 5) The term of each appointment will be three years with no limit on reappointment. The terms will be staggered to assure continuity.
- 6) The officers of the Council will be elected by the Council members and approved by the Executive Committee.
- 7) The officers for the first year will be R. Cronin, D. Hayhurst, J. Ketring, and A. Wozniak.
- 8) The trustee of the Systems will be an active member of the Council.
- 9) A FWRC checking account will be established for Management Council funds. Two Council officers will have check signing authority. The Council budget will be set each year based upon the number of FWRC members electing to pay for repeater privileges. All dues will be paid to the FWRC Treasurer. He will then determine the amount to

be transferred to the Management Council account and will make such transfer in a timely manner. Once established, this budget will not be committable to non-repeater activities. The Treasurer of the Management Council will report the status of the Management Council funds to the Executive Committee each month, and to the FWRC membership at least twice each year at a regular meeting.

- 10) The life members of FWRA as of March 1979 will become life members of FWRC. These members are Roger Parkerson, K9OET, and William Trulock, K9RKA.
- 11)
 - a) The dues of the FWRC, with full repeater privileges will be \$14.
 - b) The dues for FWRC without repeater privileges will be \$5.
 - c) Associate, Student, and Family membership will also be available.
 - d) The Management Council budget for each year will equal the number of members paying for repeater privileges times \$10. In addition, any carryover from previous years will remain in the Council budget.
- 12) The President of the Council will appoint a member of the Council to be a non-voting member of the Executive Committee. This member will be expected to attend the regularly scheduled meetings of the Executive Committee. Similarly, the President of FWRC will appoint a member of the Executive Committee to be a non-voting member of the Council. This member will be expected to attend the regularly scheduled meetings of the Council.
- 13) The Management Council will be expected to establish and adhere to a regular schedule of Council business meetings. These meetings will be open to interested FWRC members on a space-available basis.
- 14) The Council will have the authority to establish any committee it feels necessary to guarantee the efficient management and operation of the Systems.
- 15) The FWRC carries liability insurance to protect itself from suit. Any insurance coverage required for operation of the Systems will be obtained as part of the overall FWRC coverage. The Council will determine what coverage is required and will direct the FWRC Treasurer to obtain such coverage. The cost of coverage for the Systems will be borne by the Council.

